

IN THE SUPREME COURT OF PENNSYLVANIA

In the Matter of : No. 1701 Disciplinary Docket No. 3
: :
MARC D. MANOFF : No. 10 DB 2011
: :
: Attorney Registration No. 53927
: :
PETITION FOR REINSTATEMENT : (Chester County)

ORDER

PER CURIAM

AND NOW, this 17th day of August, 2018, the Request for Expedited Consideration is denied and the Petition for Reinstatement is granted. Petitioner is directed to pay the expenses incurred by the Board in the investigation and processing of the Petition for Reinstatement. See Pa.R.D.E. 218(f).

A True Copy John A. Vaskov, Esquire
As Of 08/17/2018

Attest: 
Deputy Notary
Supreme Court of Pennsylvania

BEFORE THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

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REPORT AND RECOMMENDATIONS OF
THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

TO THE HONORABLE CHIEF JUSTICE AND JUSTICES
OF THE SUPREME COURT OF PENNSYLVANIA:

Pursuant to Rule 218(c)(5) of the Pennsylvania Rules of Disciplinary Enforcement, the Disciplinary Board of the Supreme Court of Pennsylvania submits its findings and recommendations to your Honorable Court with respect to the above captioned Petition for Reinstatement.

I. HISTORY OF PROCEEDINGS

By Order of December 16, 2013, the Supreme Court of Pennsylvania suspended Petitioner, Marc D. Manoff, on consent for a period of five years retroactive to March 11, 2011. On January 30, 2017, Petitioner filed a Petition for Reinstatement. Office of Disciplinary Counsel filed a Response to Petition on April 20, 2017.

Following a prehearing conference on June 22, 2017, a reinstatement hearing was held on July 24, 2017, before a District II Hearing Committee. Petitioner was represented by counsel and testified on his own behalf. He also presented the testimony of seven character witnesses in person or by telephone. Petitioner submitted without objection, Petitioner's Exhibits P-1 through P-10. Office of Disciplinary Counsel submitted without objection, ODC Exhibits ODC-1 through ODC-3. Office of Disciplinary Counsel did not offer the testimony of any witnesses.

Following the submission of briefs by the parties, the Hearing Committee filed a Report on November 28, 2017, and recommended that the Petition for Reinstatement be granted.

On December 12, 2017, Office of Disciplinary Counsel filed a Brief on Exceptions.

On December 28, 2017, Petitioner filed a Brief Opposing Exceptions and requested oral argument before the Disciplinary Board.

A three-member panel of the Disciplinary Board held oral argument on March 29, 2018.

The Disciplinary Board adjudicated this matter at the meeting on April 11, 2018.

II. FINDINGS OF FACT

The Board makes the following findings:

1. Petitioner testified on his own behalf and offered credible testimony.
2. Petitioner is Marc D. Manoff, born in 1963 and admitted to the bar in the Commonwealth in 1988. Petitioner is subject to the jurisdiction of the Disciplinary Board of the Supreme Court of Pennsylvania.
3. Following his admission to the bar, Petitioner served a judicial clerkship and worked for several law firms before opening his own practice in approximately 1994. N.T. 144 - 48.
4. In his private practice, Petitioner principally performed general corporate representation, small business counseling, real estate work, and estate work. N.T. 148.
5. During the same time period as his private law practice, Petitioner also was engaged in business consulting work that was non-law-related, and as part of that work, he prepared business plans. N.T. 148 – 150.
6. For projects that were strictly non-law related, Petitioner billed his clients from an LLC he formed, called the Robert Norman Group. N.T. 149-150.
7. Petitioner billed some of his clients from his law office for work which was a combination of both legal and non-law-related work. N.T. 149.
8. Between 2006 and 2008, Petitioner worked with an individual named Marc Johnson in a consulting firm known as Marc Capital Partners, which focused on raising money for companies. In February 2008, Petitioner was present at a meeting

where a plan was discussed to have an individual with connections to stockbrokers get, for a fee, stock brokers to buy stocks in companies. In attendance at the meeting was an undercover F.B.I. Agent, who proposed manipulating the value of the stock by artificially creating more volume of stock sales. As a result of the meeting, Petitioner and Marc Johnson put the F.B.I. Agent together with two individuals who owned a company for the purpose of manipulating the company's stock price, and in exchange, Petitioner and Marc Johnson were given a block of stock in the company, which was the target of the stock manipulation. N.T. 154-61, 165, 233-34, 249-50.

9. The F.B.I had targeted Marc Johnson, but Petitioner admitted that he did nothing to stop the misconduct and agreed to participate in the illegal conduct. Petitioner admitted his role in the events and accepted full responsibility for his misconduct. N.T. 161-62, 168.

10. In December 2008, the F.B.I. contacted Petitioner about the incident and advised him to get a lawyer and contact the U.S. Attorney. Petitioner retained counsel and fully cooperated with the U.S. Attorney's Office. Petitioner wore a wire for a couple of meetings and took notes and was available to testify against several people. At sentencing, the U.S. Attorney indicated that it was Petitioner's cooperation that induced other people to plead guilty. N.T. 162-165.

11. On October 28, 2010, Petitioner pleaded guilty to one felony count of conspiracy to commit securities fraud, in violation of 18 U.S.C. §371, 15 U.S.C. §78j(b) and 78ff, and 17 C.F.R. §240.10b-5, and two felony counts of securities fraud, in violation of 15 U.S.C. §78j(b) and 78ff, and 17 C.F.R. §240.10b-5, before the Honorable Joel

Slomsky of the United States District Court for the Eastern District of Pennsylvania. N.T. 165, 166.

12. On March 11, 2011, the Supreme Court of Pennsylvania placed Petitioner on temporary suspension.

13. On June 14, 2012, Petitioner was sentenced to five years of probation on all counts to run concurrently with the first year on house arrest and a fine of \$10,000.00. N.T. 165-66.

14. Judge Slomsky reduced the five year period of probation to three years of probation. Petitioner completed all terms and conditions of probation. N.T. 167.

15. By Order of December 16, 2013 the Supreme Court of Pennsylvania suspended Petitioner for a period of five years on consent, retroactive to March 11, 2011. N.T. 143-44, 167.

16. Following his suspension, Petitioner notified all of his clients and timely filed his Certificate of Compliance with the Disciplinary Board. N.T. 179-80.

17. During his suspension, Petitioner performed consulting work for IES Life Sciences ("IES") (formerly known as IES Life Diagnostics and PBL Labs) through the Robert Norman Group and another entity Petitioner formed known as The Stinger Group. IES is owned by David Spiegel, who asked Petitioner to help raise funds for IES and draft a business plan. N.T. 188-92, 194-95.

18. Petitioner also performed business consulting work for Real Energy Company, Made in U.S.A. Certified, Inc., and HealO Medical. N.T. 190-194.

19. At the reinstatement hearing, Petitioner testified that he has not engaged in the practice of law while on suspension. N.T. 196. When asked if he gives legal advice to any of the businesses for whom he has worked since his suspension:

“I do not. And I am vigilant about not getting involved in any of the areas of these plans or involved in businesses that involve anything related to the law.” N.T. 196-97.

20. Petitioner testified that he reported all consulting income on his tax returns. N.T. 195; P-7.

21. During the reinstatement hearing, Petitioner reviewed certain business plans that he developed. P-4 is a business plan that he and Mr. Spiegel drafted for Inexsia, Inc., which was formed by PBL Labs to commercialize technology. N.T. 197; P-4.

22. The Inexsia, Inc. business plan referred to laws and regulations under which the company would operate. P-4.

23. Petitioner testified the goal was to provide an outline of what the business was doing and the direction of the business and the nature of technology, and to assist in raising funds. N.T. 198.

24. Petitioner’s responsibility was to write a business plan in terms that were understandable to non-scientists. N.T. 198.

25. Petitioner testified that the Inexsia, Inc. business plan was representative of other business plans that he has prepared in other consulting matters during his suspension. N.T. 198-99.

26. P-5 is a business plan for Made in U.S.A. Certified, Inc. Petitioner testified that the purpose of the business plan was to create an outline for a direction for the company and to help create a focus for the company. N.T. 200.

27. The Made in U.S.A. Certified, Inc. business plan referred to laws and regulations bearing on the business of the company. P-5.

28. Petitioner testified that the Made in U.S.A. Certified, Inc. business plan was representative of other business plans that he had prepared in other consulting matters during his suspension. N.T. 200.

29. P-7 is a Power Point presentation that Petitioner and Mr. Spiegel created for IES for presentation to investors for the purpose of raising monies for IES. N.T. 200-01.

30. Petitioner's work for IES consists of marketing and fundraising. N.T. 201.

31. Petitioner testified that he had recommended a patent lawyer for IES, and that he worked as a liaison between the patent lawyer and IES. Petitioner testified he did not provide law-related work and only provided information as requested. N.T. 201-05.

32. Petitioner testified that during his suspension, he has been asked by a multitude of people, including people for whom he had done consulting work, to perform law-related work and he always declined. N.T. 205-06.

33. Petitioner's criminal indictment and conviction were covered by the news media in his community. N.T. 208-09.

34. In 2010, in an effort to rehabilitate his reputation on the internet, Petitioner contacted a firm called Internet Reputation Management.com, who drafted versions of Petitioner's biography to put on the internet in order to shift the negative coverage. N.T. 210.

35. ODC - 2 and 3 are press releases about Petitioner's consulting business, which were published in 2010 and 2011 at Petitioner's request by Internet Reputation Management.com. N.T. 211-12; ODC-2 and 3.

36. ODC-2 is a press release about Petitioner's consulting business which refers, *inter alia*, to Petitioner's experience as a business attorney, his legal education, his judicial clerkship, and his legal employment experience. ODC-2.

37. ODC-3 is a press release about Petitioner's consulting business which refers, *inter alia*, to Petitioner's experience as a business attorney and refers to value-added services such as contractual review. ODC-3.

38. ODC-1 is a press release dated August 8, 2011, that Petitioner created about his consulting business, which refers, *inter alia*, to Petitioner's experience as a business lawyer, his legal education and his legal experience. N.T. 211, 238-39; ODC-1.

39. Petitioner testified that in hindsight, the references to his legal background should not have been put in press releases in 2010 and 2011, and he understands how such information might mislead the public into believing he was still a practicing attorney. Petitioner testified that his intent at the time was only to show that he had been a lawyer in the past. N.T. 213-15.

40. Petitioner testified that the press releases were never intended to generate business, only to repair his internet reputation. N.T. 216, 219.

41. Petitioner testified that he never generated any business as a result of the publication of the press releases. N.T. 216, 219, 246. All of the business Petitioner performed during his suspension came from prior relationships and from David Spiegel. N.T. 254.

42. Petitioner testified that he did not have the ability to take the three press releases off the internet. Once the information was on the internet, it spread beyond the initial website to other areas. N.T. 216-18.

43. Petitioner testified that in the last several years, he has been much more vigilant about making sure that he is careful in his dealings with others and he tries not to mislead anyone concerning his status as a lawyer. N.T. 222.

44. Following Petitioner's suspension, he informed Mr. Spiegel and the other individuals for whom he directly performed consulting work of his criminal convictions and his law license suspension. N.T. 215-17, 245-46.

45. Petitioner testified that in every one of his business dealings, he has been honest and straightforward with his clients. He has explained to his clients that he "had screwed up", and that he took responsibility for it, that he is paying the price, and is trying to put it in the past. N.T. 223.

46. Petitioner demonstrated sincere remorse and acceptance of responsibility for his misconduct. He candidly explained that when the opportunity was

presented to make money, he took advantage of it and didn't think about what it meant. N.T. 168-69.

47. Petitioner testified that he learned a lot from his criminal conviction and disciplinary suspension and he is more vigilant in thinking through the consequences of his actions and the activities in which he is involved. N.T. 170-71.

48. Petitioner testified that he would not repeat his wrongdoing in the future. N.T. 170.

49. Petitioner is married and he and his wife have one minor daughter. During his suspension, Petitioner has had the opportunity to spend a lot of time with his daughter, with whom he has become very close. N.T. 186-87.

50. During his suspension, Petitioner, along with his family, was very involved with the Jewish Relief Agency, delivering food packages on a monthly basis. He also made himself available to take additional routes when no other volunteers could be found. N.T. 154, 175-77.

51. Petitioner is involved with his synagogue development committee to raise funds. N.T. 171-73.

52. Petitioner testified that he made pertinent people at the Jewish Relief Agency aware of his misconduct. N.T. 177-78.

53. Petitioner has physical health problems, in that he recently started kidney dialysis three times per week and is waiting for a kidney replacement. N.T. 223-27.

54. Petitioner's dialysis schedule has not impacted his ability to work. N.T. 227-28.

55. Petitioner has been sued on one occasion for legal malpractice. He was successful at trial and was awarded counsel fees. N.T. 180-82.

56. Petitioner has no pending lawsuits against him. He was sued by a credit card company for debt on one occasion, but won the litigation because he was able to prove the debt was not his. N.T. 182-83.

57. Petitioner is current with all filings and payments of federal, state and local tax returns and has no tax liens. N.T. 183.

58. Petitioner maintained his knowledge in the law by fulfilling the Continuing Legal Education courses required for reinstatement and reviewing online legal periodicals. N.T. 183-85; Petitioner's Exhibit ("P") -9.

59. If reinstated, Petitioner plans to join IES on a full-time basis as in-house counsel. N.T. 185.

60. Petitioner introduced testimony from seven witnesses, who credibly testified as to Petitioner's character.

61. Jeffrey Gribben is a financial auditing manager who knows Petitioner from their synagogue. He serves on the development committee along with Petitioner, and Mr. Gribben confirmed that he is aware of Petitioner's misconduct and suspension. N.T. 25-27.

62. Mr. Gribben knows of Petitioner's charitable activities in the community and confirmed Petitioner's excellent reputation in the community as a peaceful

and law-abiding person and as a truthful and honest person. Mr. Gribben further confirmed that Petitioner has been very remorseful about his misconduct. N.T. 32-33.

63. Jeffrey Andrews is a CPA and has known Petitioner since 2005. Mr. Andrews was the Chief Financial Officer of Carbon Recovery Corporation, a business for which Petitioner had done consulting and fundraising. Mr. Andrews is aware of Petitioner's misconduct and suspension and testified that Petitioner has accepted responsibility for his actions. Mr. Andrews testified that when Petitioner was a practicing lawyer, he did a good job with his legal representation. N.T. 44-47.

64. Mr. Andrews confirmed that Petitioner has not held himself out as a practicing lawyer. Mr. Andrews further testified as to Petitioner's excellent reputation in the community as a truthful and honest person and as a peaceful and law-abiding person. N.T. 47-48.

65. David Taylor is a home inspector in Harrisburg, who has known Petitioner for more than a decade and considers himself a very good friend of Petitioner. He is fully aware of Petitioner's misconduct. N.T. 59, 60-61.

66. Mr. Taylor testified that Petitioner has accepted full responsibility for his misconduct and has not blamed others. N.T. 61.

67. Mr. Taylor confirmed Respondent's charitable activities and excellent reputation in the community as a peaceful and law-abiding person and as a truthful and honest person. N.T. 61-64.

68. Dr. Thomas Miles is a chiropractor who has known Petitioner since 1991 or 1992. Dr. Taylor is fully aware of Petitioner's conviction and suspension. N.T. 70-72.

69. Dr. Miles testified that Petitioner did consulting work for Real Energy, a company owned by Dr. Miles. He confirmed that Petitioner gave no legal advice and was only a consultant to develop a business plan. N.T. 77-78.

70. Dr. Miles testified as to Petitioner's excellent reputation in the community as a truthful and honest person and as a peaceful and law-abiding person. N.T. 75-76.

71. Dr. Scott Epstein is a medical doctor who has known Petitioner since they were children. N.T. 92.

72. Dr. Epstein testified that Petitioner expressed great remorse to him and accepted responsibility. Dr. Epstein confirmed Petitioner's excellent reputation in the community as a law-abiding and truthful person. N.T. 94-95.

73. Catherine Manoff is Petitioner's wife. She has been married to Petitioner for fifteen years and they have a daughter. Since Petitioner's suspension, he has been the primary caretaker for their child, as Mrs. Manoff is a senior principal at a pharmaceutical information business and has been the primary financial supporter for the family. N.T. 98-99.

74. Mrs. Manoff confirmed Petitioner's involvement in his synagogue and the Jewish Relief Agency, and confirmed his excellent reputation in the community as a peaceful, law-abiding person and as a truthful and honest person. N.T. 101-02.

75. David Spiegel is the Chairman of IES and enjoys a very close relationship with Petitioner, having known him for approximately fifteen years. He is fully aware of Petitioner's misconduct. N.T. 105, 106, 108-10.

76. Mr. Spiegel confirmed that Petitioner has expressed great remorse for his misconduct and accepted full responsibility. N.T. 110.

77. Mr. Spiegel testified as to Petitioner's work with IES as a consultant and a liaison with the patent lawyer. Mr. Spiegel testified that Petitioner has not held himself out as an attorney. N.T. 114-17.

78. Mr. Spiegel testified that if Petitioner is reinstated, he would utilize his services as a lawyer and bring him in as chief counsel to IES. N.T. 119-20, 124.

79. Mr. Spiegel testified as to Petitioner's excellent reputation in the community for truth and honesty, and as a peaceful and law-abiding person. N.T. 111-13.

80. These witnesses have no hesitation in recommending Petitioner's reinstatement to the bar.

81. Petitioner introduced into evidence without objection, two letters of recommendation.

82. Michelle Pearlman is the rabbi at Beth Chaim Reform Congregation in Malvern, Pennsylvania. She is aware of Petitioner's misconduct and confirmed Petitioner's excellent work and service with the synagogue, and testified that Petitioner is an integral part in the effort to build and raise funds for the future of the congregation. P-1.

83. Amy Krulik is the Executive Director of the Jewish Relief Agency. Ms. Krulik indicated that Petitioner has been a valued volunteer since August 2012 and has given more than 250 hours of service over the past four years. Mr. Krulik described Petitioner as loyal, hard-working and compassionate. P-2.

84. Petitioner introduced into evidence without objection, a letter from Dr. Sophia Moldavsky, who is Petitioner's primary physician. Dr. Moldavsky stated that Petitioner's kidney disease has not caused any physical or mental limitations that would impair or prevent him from practicing law. P-3.

III. CONCLUSIONS OF LAW

1. Petitioner established by clear and convincing evidence that he possesses the moral qualifications, competency and learning in the law required to practice law in this Commonwealth and that his resumption of the practice of law will not be detrimental to the integrity and standing of the bar or administration of justice, nor subversive of the public interest. Pa.R.D.E. 218(c)(3).

2. In 2011, during Petitioner's suspension, he violated Pa.R.D.E. 217(j)(4)(iv) by representing himself as a lawyer or person of other similar status.

IV. DISCUSSION

Petitioner seeks reinstatement to the practice of law in Pennsylvania following his suspension for five years, retroactive to March 11, 2011. To gain reinstatement, Petitioner bears the burden of proving by clear and convincing evidence

that he is morally qualified, competent and learned in the law, and that his resumption of the practice of law will be neither detrimental to the integrity and standing of the bar or the administration of justice, nor subversive of the public interest. Pa.R.D.E. 218(c)(3); ***In the Matter of Jerome J. Verlin***, 731 A.2d 600, 602 (Pa. 1999). A reinstatement hearing is a searching inquiry into a lawyer's present professional and moral fitness to resume the practice of law. The object of concern is not solely the transgressions that gave rise to the lawyer's suspension, but rather the nature and extent of the rehabilitative efforts made since the time the sanction was imposed and the degree of success achieved in the rehabilitative process. ***Philadelphia Newspapers, Inc. v. Disciplinary Board of the Supreme Court***, 363 A.2d 779, 780-81 (Pa. 1976).

Initially, we examine the issue of Petitioner's law-related activities during his suspension. Office of Disciplinary Counsel contends that while under an order of suspension, Petitioner held himself out as lawyer and engaged in consulting services that constituted impermissible law-related activity.

Petitioner was placed on temporary suspension by Order of the Supreme Court dated March 11, 2011. He was directed to comply with the provisions of Pa.R.D.E. 217, which provided in part, that he was not permitted to engage in any form of law-related activities, and was prohibited from representing himself as a lawyer or person of similar status. *See*, Pa.R.D.E. 217(j)(4)(iv). In late 2010 through 2011, Petitioner caused to be published three press releases about his consulting business. N.T. 211-12 and ODC – 1, 2, 3. ODC-1 was drafted by Petitioner and referred to his experience as a business lawyer, as well as his legal and educational background. ODC-2 was drafted by Internet

Reputation Management.com and referred to Petitioner's legal qualifications and legal employment experience. ODC-3 was drafted by the same company and specifically referred to value-added services Petitioner could provide, such as contractual review. None of the releases indicated that Petitioner was a suspended attorney. All three releases had the potential to mislead the public into believing that Petitioner was a practicing attorney.

Petitioner credibly testified that the purpose of the press releases was to rehabilitate his internet reputation, which he believed had been damaged by news media coverage of his criminal conviction. Petitioner candidly explained that his intent was not to mislead people about his suspended status, but only to show that he had been a lawyer in the past. Petitioner admitted that the press releases were misleading, but testified that he was not able to remove the releases from the internet, due to the nature of the internet and how information spreads. Petitioner never intended to generate business, and in fact, did not generate any business, as all of the consulting business performed came from relationships formed prior to his suspension. After his suspension, Petitioner informed Mr. Spiegel and others for whom he directly performed consulting work of his criminal convictions and his law license suspension. Petitioner credibly testified that he has been as honest and straightforward as he can be with his business clients, and explained to them that he "screwed up," took responsibility and paid a price for his actions.

In causing the press releases to be published after his temporary suspension, Petitioner represented himself as a lawyer, in violation of Pa.R.D.E. 217(j)(4)(iv). However, we find that this misconduct was limited to 2011, early in

Petitioner's suspension, and after 2011, Petitioner took no further action to hold himself out as a practicing attorney. Although the press releases constituted misconduct, we conclude that Petitioner's actions do not rise to a level that requires discipline. Petitioner expressed understanding of his wrongdoing and ensured that he did not engage in any subsequent activity that would mislead the public.

As stated above, Pa.R.D.E. 217(j) provides that "[a] formerly admitted attorney may not engage in any form of law-related activities in this Commonwealth except in accordance" with certain requirements. Office of Disciplinary Counsel contends that Petitioner's business consulting activities were prohibited, "law-related activities."

During his suspension, Petitioner provided business consulting services to clients. In determining the nature of these services, we are guided by the Court's discussion of this issue in ***Office of Disciplinary Counsel v. Frank Marcone***, 855 A.2d 654 (Pa. 2004) (declined to follow by ***Surrick v. Killion***, 449 F. 3d 520 (3rd Cir. 2006)). Therein, the Court noted that "[w]e have neither addressed what constitutes 'any form of law-related activities,' nor explored the breadth of that concept. We can say, however, that regardless of the boundaries of 'any form of law-related activities,' it certainly includes the practice of law." ***Id.*** at 659. The Court noted "while Rule 217 prohibits a formerly admitted attorney from engaging in any form of law-related activities, the Rule does not establish a standard for what constitutes the practice of law" and that "as a general proposition, [the Court has] explained what specific activities constitute the practice of law on a case-by case-basis." ***Id.*** at 660.

The Court has provided guidance in determining what are law-related

activities by outlining three broad categories of activities that constitute the practice of law: (1) the instruction and advising of clients in regard to the law so that they may pursue their affairs and be informed as to their rights and obligations; (2) the preparation of documents for clients requiring familiarity with legal principles beyond the ken of ordinary laypersons; and (3) the appearance on behalf of clients before public tribunals in order that the attorney may assist the deciding official in the proper interpretation and enforcement of the law. *Id* at 660 (citing **Shortz et al. v. Farrell**, 193 A. 20, 21 (Pa 1937)). The Court expanded their guidance by noting that “the practice of law is implicated by the holding out of oneself to the public as competent to exercise legal judgment and the implication that he or she has the technical competence to analyze legal problems and the requisite character qualifications to act in a representative capacity.” **Dauphin County Bar Association v. Mazzacaro**, 351 A.2d 229, 232-33 (Pa. 1976).

Under the applicable law of the Commonwealth, we conclude that Petitioner was not engaged in law-related activities during his suspension. Using the analysis provided for in **Marcone**, we conclude that Petitioner’s activities in providing business planning did not amount to “the instruction and advising of clients in regard to the law so that they may pursue their affairs and be informed as to their rights and obligations” as proscribed by the Court. While the business plans drafted by Petitioner referred to laws and regulations, such reference does not rise to the level of providing “instruction” or “advice” to those clients, and therefore, does not rise to the level of engaging in a law-related activity.

Petitioner’s business consulting services did not amount to “the preparation

of documents for clients requiring familiarity with legal principles beyond the ken of ordinary laypersons.” It appears from the text of the business plans introduced into evidence at the reinstatement hearing that the preparation of such plans required some familiarity with both business issues and legal issues. While it may be impossible to completely separate a general understanding of business issues from a general understanding of legal issues bearing on a business, we conclude that Petitioner did not engage in proscribed activity in drafting business plans for his clients. There is no evidence in this matter that Petitioner intended to draft, or that his clients intended to receive, legal documents. Rather, Petitioner’s intent in drafting such plans was to reduce the complex scientific and business issues to terms understandable to lay people. Petitioner did not prepare legal documents to be used in legal transactions. Further, we conclude that Petitioner was not providing legal services or advice to the recipient of the business plans. We find Petitioner’s testimony credible that he specifically did not hold himself out to his clients as being in a position to offer or exercise legal judgment or analyze legal problems on behalf of his clients. We find the witness testimony credible that Petitioner informed his clients that he was a suspended attorney and was not performing law-related activities for his clients. In at least one situation, the company had a separate attorney for representation in legal matters relevant to the business.

Finally, we conclude that there is no evidence that Petitioner, during his term of suspension, had made an “appearance on behalf of clients before public tribunals in order that the attorney may assist the deciding official in the proper interpretation and enforcement of the law.” Based on the facts of this particular matter, we conclude that

Petitioner's drafting of business plans for business organizations was not a law-related activity.

After reviewing the record, the Board concluded that Petitioner spent his suspension period engaged in genuine rehabilitation. See *In the Matter of Danielle M. Ross*, 179 DB 2013 (D. Bd. Rpt. 5/10/2016) (S. Ct. Order 6/6/2016); *In the Matter of Jay Ira Bomze*, 149 DB 2002 (D. Bd. Rpt. 11/21/2017) (S. Ct. Order 12/26/2017). Petitioner met the requirements of Pa.R.D.E. 218(c)(3), by proving that he is morally qualified, competent and learned in the law, and that his reinstatement will not be detrimental to the public or the profession. Although Petitioner's original misconduct caused his lengthy suspension, he has met his reinstatement burden and the Board recommends that his Petition for Reinstatement be granted.

The record amply supports the Board's assessment that Petitioner is morally fit, competent, learned in the law. The underlying misconduct for which Petitioner was suspended was his criminal conviction for conspiracy to commit securities fraud, for which he was originally sentenced to probation for five years and ordered to pay restitution and fines. Petitioner fully acknowledged his criminal misconduct and that his misconduct warranted suspension of his license to practice law. Petitioner satisfied all aspects of his sentence and served his subsequently reduced period of probation without incident.

Petitioner's testimony at his reinstatement hearing and the responses he gave in his Reinstatement Questionnaire were credible and revealing, acknowledging both his original actions and his determination to rehabilitate himself. Petitioner sincerely regretted his misconduct and convincingly assured the Hearing Committee, and now this

Board, that his failures will not be repeated in the future.

During his lengthy period of suspension, Petitioner engaged in numerous charitable activities with the Jewish Relief Agency and at his synagogue. His suspension gave him time to strengthen his relationship with his young daughter and spend time with his family performing charitable works. Petitioner maintained his competency in the law by fulfilling his Continuing Legal Education requirements and reviewing legal periodicals. If reinstated, Petitioner intends to practice law as in-house counsel in the Philadelphia area. David Spiegel testified that he was willing to offer Petitioner an in-house position with his company upon reinstatement.

At the reinstatement hearing, Petitioner presented an impressive array of character witnesses. Petitioner's seven witnesses had knowledge of Petitioner as a business associate, patient, friend and spouse, and offered credible and convincing insight into the quality of Petitioner's character. The witnesses had observed Petitioner's acceptance of responsibility and sincere expressions of remorse and unreservedly supported his reinstatement. In addition to this excellent character testimony, Petitioner introduced into evidence letters of reference in support of his reinstatement from his rabbi and the executive director at a charity for which he volunteered, and a letter from his medical doctor stating that Petitioner is physically able to return to the practice of law, despite his medical issues. The heartfelt testimony of the witnesses and the sound documentary evidence demonstrate that Petitioner has been humbled by his misconduct and has learned from his actions, demonstrating personal growth.

We have reviewed Petitioner's activities during his suspension and have concluded that he violated Rule 217(j)(4)(iv) by issuing press releases during the very early stage of his suspension. Although Petitioner's judgment in this event was questionable, we have carefully considered the evidence and are persuaded that Petitioner's violation does not constitute an impediment to reinstatement. The overwhelming evidence suggests that the violation was not intentional and that Petitioner learned to be more attentive and vigilant to the ethical rules.

In reaching this conclusion, we reviewed prior cases. In *In the Matter of Wayne D. Bozeman*, No. 193 DB 2009 (D. Bd. Rpt. 2/18/2016) (S. Ct. Order 4/13/2016), the Court adopted the Board's recommendation and denied Petitioner Bozeman's reinstatement. During his suspension, Petitioner Bozeman performed law-related activity for an attorney with whom he had been associated after the time that he engaged in his misconduct and prior to the imposition of discipline, which constituted a violation of Rule 217(j)(4)(i). Petitioner Bozeman admitted that he was aware that he was prohibited from engaging in law-related activities for the attorney in question, and his initial impression upon commencing employment was that he would not be working with the particular attorney. However, that arrangement changed, and Petitioner performed law-related activities for the attorney, even though he was aware he was prohibited from doing so. In recommending that the reinstatement be denied, the Board found that Petitioner Bozeman "circumvented the requirements of Rule 217(j), Pa.R.D.E. and lacks the qualifications to resume the practice of law at this time. His willingness to engage in prohibited activity for the sake of maintaining legal employment suggest that he may be

predisposed to commit ethical wrongdoing in the future, as his ability to make important judgment calls is questionable.” D. Bd. Rpt. at 13. In contrast to Petitioner Bozeman, the instant Petitioner, upon realization that the press releases were misleading, ceased issuing such releases and was vigilant in ensuring that the public did not misunderstand his status. He also advised his business clients that he was a suspended attorney so there would be no misconception of the nature of Petitioner’s role.

In *In the Matter of Scott Philip Sigman*, 43 DB 2012 (D. Bd. Rpt. 7/26/2016) (S. Ct. Order 8/17/2016), the Court adopted the Board’s recommendation and reinstated Petitioner Sigman following his thirty month suspension. During his suspension, Petitioner Sigman worked as a paralegal and appeared on behalf of a client in the Montgomery County District Attorney’s Office for a proffer meeting without advising the Assistant District Attorney that he was a suspended attorney. The proffer meeting did not take place. For his misconduct in violation of Pa.R.D.E. 217(j)(4)(iv) and (j)(4)(v), Petitioner Sigman received an Informal Admonition. In reviewing Petitioner Sigman’s request for reinstatement, the Board considered the evidence of his misconduct during his suspension, but concluded that the overall evidence weighed heavily in favor of reinstatement. Petitioner Sigman’s activity was arguably more serious than the instant Petitioner, as he appeared on behalf of a client and the District Attorney’s Office believed him to be an active attorney, yet the totality of the evidence, particularly Petitioner Sigman’s stellar witness testimony and charitable works, was clear and convincing to permit reinstatement.

The totality of the record is clear and convincing that in this particular case, Petitioner has met his burden of proof that his resumption of the practice of law within the Commonwealth will be neither detrimental to the integrity and standing of the bar nor subversive of the public interest. Petitioner has demonstrated clearly and convincingly that he is fit to practice law. The Board recommends that the Petition for Reinstatement be granted.

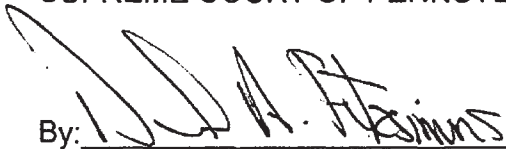
V. RECOMMENDATION

The Disciplinary Board of the Supreme Court of Pennsylvania unanimously recommends that Petitioner, Marc D. Manoff, be Reinstated to the practice of law.

The Board further recommends that, pursuant to Rule 218(f), Pa.R.D.E., Petitioner be directed to pay the necessary expenses incurred in the investigation and processing of the Petition for Reinstatement.

Respectfully submitted,

THE DISCIPLINARY BOARD OF THE
SUPREME COURT OF PENNSYLVANIA

By: 
David A. Fitzsimons

Date: 6/27/18